

GORDON AND BETTY MOORE FOUNDATION COMPENSATION COMMITTEE CHARTER

The Board of Trustees (the “Board”) of the Gordon and Betty Moore Foundation (the “Foundation”) hereby establishes the following guidelines for the composition, role, and responsibilities of the Compensation Committee which may be referred to hereafter as the Compensation and Finance Committee (the “Committee”).

COMPOSITION OF THE COMMITTEE

- The Committee shall be composed of three or more Board members.
- No person who receives any material financial benefit from the Foundation, either directly or indirectly, may serve as a member of this Committee, except as may be disclosed to and approved by the Board.
- Members of the Committee, along with a designated Chair of the Committee, shall be appointed and approved by a vote of the Board.
- No person who is an employee of the Foundation shall serve on the Committee.
- No member of the Committee shall accept any consulting, advisory or other compensatory benefits from the Foundation (other than fees or benefits available generally for serving on the Board or any committee thereof). If Committee members are paid, they may not receive compensation in excess of the amounts received, if any, by members and trustees of the Board for service on the Board.
- Each member of the Committee shall have or seek to develop an understanding of the compensation, budget and finance issues affecting nonprofit organizations such that they are able to understand, analyze, and reasonably assess them.
- Such ability may be gained through experience serving other nonprofit organizations, through training provided as orientation to new committee members, or otherwise.

ROLE AND RESPONSIBILITIES OF THE COMMITTEE

The purpose of the Committee is to assist the Board in fulfilling its responsibility for oversight of the quality and integrity of the compensation practices of the Foundation and further to assist the Board in fulfilling its responsibility for oversight of the budget and finance practices of the Foundation.

Concerning compensation practices, the Committee:

1. Assures that the Foundation's compensation practices are in compliance with applicable laws and regulations, including but not limited to the California Non-Profit Integrity Act.
2. Approves the compensation for those employees who are determined to be Disqualified Persons.
3. Assures that the Foundation's compensation practices meet the criteria of being appropriate and reasonable under relevant circumstances, including through comparison with compensation provided by other foundations of similar size as determined by independent surveys.
4. May retain such advisors, including independent counsel and/or compensation experts, as it may deem advisable.

Concerning budget and finance practices, the Committee reviews and provides advice to Management and to the Board, as appropriate, concerning the major budgetary and finance policies of the Foundation, including:

- (i) Long-term allocation of resources among the Programs and initiatives of the Foundation;
- (ii) Internal operating expenses of the Foundation;
- (iii) The payout policies of the Foundation; and
- (iv) Other major budgetary and finance issues which any Committee member or the President may wish to address at the Committee level.

The Committee and its members acting in good faith shall be entitled to rely upon the advice and recommendations of employees of the Foundation to the maximum extent permitted by law.

The Committee shall have such other duties as may be assigned to it by the Board of Trustees from time to time.

MEETINGS AND OTHER COMMUNICATIONS

The Committee shall meet as frequently as circumstances dictate, but no less than twice annually. Meetings may be in held in person or by telephone at the discretion of the Chair of the Committee. The Committee shall maintain minutes or other records of its meetings and activities.

The Committee shall, through its Chair, report regularly to the Board following the meetings of the Committee. The Chair of the Committee will be available for consultation at the request of the independent accountants. The independent

accountants shall have free and open communication (including private sessions) with the Committee and its Chair.

Amended as of May 15, 2015